

FEB 21 1997 10:26 AM MASTERCARD LAW DEPT

412 P/W 61-NO. 670 P.2-5



Bennett R. Katz
Counsel
and Secretary

April 24, 1991

VIA TELECOPIER

Robert Norton, Esq.
General Counsel
Mastercard International Inc.
888 Seventh Avenue
New York, NY 10106

Re: Comparative Advertising

Dear Bob:

✓ Visa management has agreed to discontinue, on a world-wide basis, any advertising which states that we are accepted at more locations than any other card on the understanding that Mastercard agrees to do the same; the discontinuance will take place as of September 1, 1991. We have agreed that each of us can say that there is no card more widely accepted than our respective cards. We would not reinstitute acceptance comparative advertising until Visa and Mastercard agree on a statistical methodology upon which our comparable statistics clearly demonstrate a comparative advantage. Neither Visa nor Mastercard will challenge any comparative advertising prior to September 1, 1991 and both parties will withdraw any present challenges.

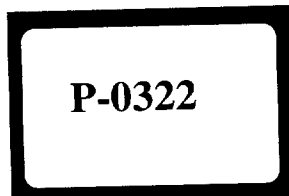
If this is agreeable, please confirm by fax.

Sincerely,

B.K.

Bennett R. Katz

BRK/ab



TRITE 6.02

W/MC Ad 3